

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA

HERITAGE DISPOSAL & STORAGE,
L.L.C., a Nebraska limited liability
company,

Case No. _____

Plaintiff,

**COMPLAINT
(Jury Trial Demanded)**

v.

VSE CORPORATION, a Delaware
corporation,

Defendant.

Plaintiff, Heritage Disposal & Storage, L.L.C. ("Heritage"), for its causes of action against the Defendant, VSE Corporation ("VSE"), states and alleges as follows:

PARTIES AND JURISDICTION

1. Heritage is a Nebraska limited liability company with its principal place of business in Alda, Nebraska. The members of Heritage are not citizens of the states of Delaware or Virginia. Heritage is in the business of storage, manipulation and disposal of ammunition and explosives, including fireworks. Heritage is licensed to conduct its business by the U.S. Bureau of Alcohol, Tobacco, Firearms and Explosives ("ATF") and the State of Nebraska.

2. VSE is a Delaware corporation with its principal place of business in Alexandria, Virginia. VSE provides engineering and technical support services to its customers, including ATF.

3. The Court has original jurisdiction over the issues present in the Complaint pursuant to 28 U.S.C. § 1332. The parties are citizens of different states, and are not

citizens of the same state. The amount in controversy, exclusive of interest and costs, exceeds the sum of \$75,000.

4. Venue in this District is proper under 28 U.S.C. § 1391(b)(1) and (2). The defendant is deemed to reside in this judicial district, and a substantial part of the events or omissions giving rise to the claims raised occurred in this judicial district.

BACKGROUND

5. As of July, 2007, Heritage was under contract with ATF to provide certain services in connection with illegal fireworks seized by ATF during the course of its regulatory activities. In connection with its fulfillment of the ATF contract, and commencing on July 2, 2007, VSE engaged Heritage to provide storage and manipulation services for 872,728 pounds of illegal fireworks seized by ATF in and around Covington, Kentucky (an event identified with ATF seizure number 2007-1713-700002-01) (hereafter, the "Covington Fireworks"). The Covington Fireworks arrived at Heritage in July and August of 2007, in approximately 44 separate tractor-trailer loads.

6. Heritage was engaged by VSE to provide storage and manipulation services pursuant to a written pricing schedule that had been previously delivered to VSE, and which had become effective not later than January 1, 2007, (the "Pricing Schedule").

7. In May of 2009, ATF required that Heritage manipulate the stored fireworks to meet the physical storage requirements of applicable federal regulations, and the requirements of ATF. As a result, additional space was required to store the fireworks, resulting in additional storage charges to VSE.

8. VSE paid Heritage for its services in accordance with the Pricing Schedule, as modified to meet the physical storage requirements of applicable federal regulations and the requirements of ATF, for each month from and including July, 2007, through November, 2010.

9. However, for monthly periods from and after December, 2010, VSE reduced its payments to Heritage unilaterally, and without cause or justification. Heritage did not agree or consent to the reduction, and has at all relevant times notified VSE of its objection to the unilateral reduction.

10. At various times after December, 2010, the monthly amount due from VSE to Heritage for storage and manipulation of the Covington Fireworks changed by virtue of the removal of certain quantities of fireworks from the Heritage facility, or other changes in federal storage requirements with which Heritage was obligated to comply. Notwithstanding those changes, VSE continued to fail and refuse to pay the full charge when due to Heritage in each month after December, 2010.

11. VSE has utilized the Heritage facility for storage and manipulation of the Covington Fireworks continuously since December, 2010. As of February 27, 2015, 577,676 pounds of the Covington Fireworks remain stored at the Heritage facility.

FIRST CAUSE OF ACTION
(Breach of Contract)

12. Heritage restates its prior allegations as if set forth here.

13. Heritage and VSE entered into a contract for the storage and manipulation of the Covington Fireworks at the pricing described in the written Pricing Schedule, as later modified from time to time by the parties.

14. VSE breached the contract by failing to make payments in full and when due to Heritage.

15. Heritage has been damaged by VSE's breach of contract in an amount not less than \$4,523,542.93.

16. The sum due from VSE to Heritage is liquidated, and the date from which the sum due is certain. Accordingly, Heritage is entitled to an award of pre-judgment interest at the statutory rate of 12% in accordance with Neb. Rev. Stat. § 45-104, and as otherwise provided by law.

SECOND CAUSE OF ACTION
(Accounting at Law)

17. Heritage restates its prior allegations as if set forth here.

18. Heritage seeks an accounting at law of the amounts due from VSE to Heritage in connection with the storage and manipulation of the Covington Fireworks.

19. VSE is in possession of property or money not belonging to VSE, which it is bound to account for to Heritage, in an amount not less than \$4,523,542.93.

20. The sum due from VSE to Heritage is liquidated, and the date from which the sum due is certain. Accordingly, Heritage is entitled to an award of pre-judgment interest at the statutory rate of 12% in accordance with Neb. Rev. Stat. § 45-104, and as otherwise provided by law.

THIRD CAUSE OF ACTION
(Quantum Meruit)

21. Heritage restates its prior allegations as if set forth here.

22. In the alternative to its claim for breach of contract, Heritage alleges that VSE is liable under the doctrine of quantum meruit.

23. VSE received, and knowingly accepted, storage and manipulation services from Heritage in connection with the Covington Fireworks.

24. VSE is therefore obligated to pay Heritage for the reasonable value of the services provided, in an amount not less than \$4,523,542.93.

25. The sum due from VSE to Heritage is liquidated, and the date from which the sum due is certain. Accordingly, Heritage is entitled to an award of pre-judgment interest at the statutory rate of 12% in accordance with Neb. Rev. Stat. § 45-104, and as otherwise provided by law.

FOURTH CAUSE OF ACTION
(Unjust Enrichment)

26. Heritage repeats its prior allegations as if set forth here.

27. VSE has been unjustly enriched by its receipt of storage and manipulation services from Heritage in connection with the Covington Fireworks.

28. VSE has retained possession of funds that, in justice and fairness, ought to be paid to Heritage, in an amount not less than \$4,523,542.93.

29. The sum due from VSE to Heritage is liquidated, and the date from which the sum due is certain. Accordingly, Heritage is entitled to an award of pre-judgment interest at the statutory rate of 12% in accordance with Neb. Rev. Stat. § 45-104, and as otherwise provided by law.

WHEREFORE, Heritage respectfully requests judgment against VSE in an amount not less than \$4,523,542.93, plus pre-judgment and post-judgment interest, the costs of this action, and such further relief as the Court finds appropriate and equitable.

PLAINTIFF DEMANDS TRIAL BY JURY ON ALL CLAIMS AND REQUESTS
TRIAL IN OMAHA, NEBRASKA.

Dated this 27th day of February, 2014.

HERITAGE DISPOSAL & STORAGE, L.L.C., a
Nebraska limited liability company, Plaintiff

By: /s/Steven D. Davidson
Steven D. Davidson (#18684)
of: BAIRD HOLM LLP
1500 Woodmen Tower
1700 Farnam Street
Omaha, Nebraska 68102
Email: sdavidson@bairdholm.com
Telephone: (402) 344-0500

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